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APPLICATION NUMBER	FILING OR 371 (c) DATE	FIRST NAMED APPLICANT	ATTY. DOCKET NO./TITLE
10/082,402	02/25/2002	Kapil K. Chawla	10194.8008.USUS02

54499
WOODCOCK & WASHBURN LLP
ONE LIBERTY PLACE
46TH FLOOR
PHILADELPHIA, PA 19103

CONFIRMATION NO. 3929



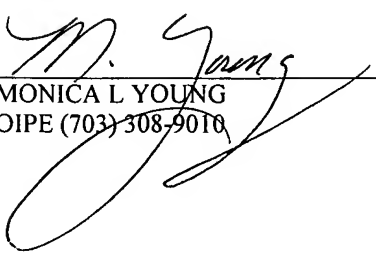
OC000000018665008

Date Mailed: 05/02/2006

NOTICE OF ACCEPTANCE OF POWER OF ATTORNEY

This is in response to the Power of Attorney filed 05/02/2006.

The Power of Attorney in this application is accepted. Correspondence in this application will be mailed to the above address as provided by 37 CFR 1.33.



MONICA L YOUNG
OIPE (703) 308-9010

OFFICE COPY



UNITED STATES PATENT AND TRADEMARK OFFICE

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APPLICATION NUMBER	FILING OR 371 (c) DATE	FIRST NAMED APPLICANT	ATTY. DOCKET NO./TITLE
10/082,402	02/25/2002	Kapil K. Chawla	10194.8008.USUS02

Christopher Daley-Watson
 Perkins Coie LLP
 P O Box 1247
 Seattle, WA 98111-1247

CONFIRMATION NO. 3929



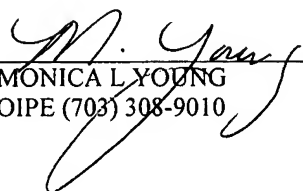
OC000000018665003

Date Mailed: 05/02/2006

NOTICE REGARDING CHANGE OF POWER OF ATTORNEY

This is in response to the Power of Attorney filed 05/02/2006.

- The Power of Attorney to you in this application has been revoked by the assignee who has intervened as provided by 37 CFR 3.71. Future correspondence will be mailed to the new address of record(37 CFR 1.33).


 MONICA L. YOUNG
 OIPE (703) 308-9010

OFFICE COPY

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

**Kapil K. Chawla, Michael Jeffrey Dunn,
Reinaldo A. Valenzuela**

Filing Date: February 25, 2002

Commissioner for Patents
P.O. Box 1450
Alexandria, VA 22313-1450


OR

B. ☒ A chain of title from the inventor(s), of the patent application/patent identified above, to the current assignee as shown below:

- i. From: **Kapil K. Chawla, Michael Jeffrey Dunn, Reinaldo A. Valenzuela** To: **AT&T Wireless Services, Inc.** The document was recorded in the Patent and Trademark Office on April 4, 1996 at Reel 7947 and Frame(s) 0992.
 - ii. From: **New Cingular Wireless Services, Inc. (f/k/a AT&T Wireless Services, Inc.)** To: **Cingular Wireless, II, LLC.** The document was sent to the United States Patent and Trademark Office for recordation on September 27, 2005. A copy thereof is attached
- ☒ Additional documents in the chain of title are listed on a supplemental sheet.
- ☒ Copies of assignments or other documents in the chain of title are attached.

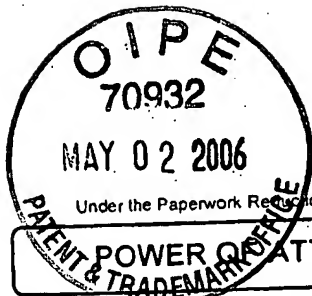
The undersigned (whose title is supplied below) is empowered to act on behalf of the assignee.

Date: April 24, 2006



Signature
Name: Christopher M. Arena
Reg. No.: 35,429

Woodcock Washburn LLP
One Liberty Place - 46th Floor
Philadelphia, PA 19103
Telephone: (215) 568-3100
Facsimile: (215) 568-3439



POWER OF ATTORNEY TO PROSECUTE APPLICATIONS BEFORE THE USPTO

I hereby revoke all previous powers of attorney given in the application identified in the attached statement under 37 CFR 3.73(b).

I hereby appoint:

☒ Practitioners associated with the Customer Number:

54499

OR

☐ Practitioner(s) named below (if more than ten patent practitioners are to be named, then a customer number must be used):

Name	Registration Number	Name	Registration Number

as attorney(s) or agent(s) to represent the undersigned before the United States Patent and Trademark Office (USPTO) in connection with any and all patent applications assigned only to the undersigned according to the USPTO assignment records or assignment documents attached to this form in accordance with 37 CFR 3.73(b).

Please change the correspondence address for the application identified in the attached statement under 37 CFR 3.73(b) to:

☒ The address associated with Customer Number:

OR

<input type="checkbox"/> Firm or Individual Name			
Address			
City	State	Zip	
Country			
Telephone	Email		

Assignee Name and Address:

Cingular Wireless, II, LLC
5565 Glenridge Connector
Atlanta, Georgia 30342

A copy of this form, together with a statement under 37 CFR 3.73(b) (Form PTO/SB/96 or equivalent) is required to be filed in each application in which this form is used. The statement under 37 CFR 3.73(b) may be completed by one of the practitioners appointed in this form if the appointed practitioner is authorized to act on behalf of the assignee, and must identify the application in which this Power of Attorney is to be filed.

SIGNATURE of Assignee of Record

The individual whose signature and title is supplied below is authorized to act on behalf of the assignee

Signature		Date	February 21, 2006
Name	Carol Tacker	Telephone	
Title	Vice President, Assistant General Counsel, Corporate Secretary		

This collection of information is required by 37 CFR 1.31, 1.32 and 1.33. The information is required to obtain or retain a benefit by the public which is to file (and by the USPTO to process) an application. Confidentiality is governed by 35 U.S.C. 122 and 37 CFR 1.11 and 1.14. This collection is estimated to take 3 minutes to complete, including gathering, preparing, and submitting the completed application form to the USPTO. Time will vary depending upon the individual case. Any comments on the amount of time you require to complete this form and/or suggestions for reducing this burden, should be sent to the Chief Information Officer, U.S. Patent and Trademark Office, U.S. Department of Commerce, P.O. Box 1450, Alexandria, VA 22313-1450. DO NOT SEND FEES OR COMPLETED FORMS TO THIS ADDRESS. SEND TO: Commissioner for Patents, P.O. Box 1450, Alexandria, VA 22313-1450.

If you need assistance in completing the form, call 1-800-PTO-9199 and select option 2.



Form PTO-1595 (Rev. 09/04)
OMB No. 0651-0027 (exp. 6/30/2005)

U.S. DEPARTMENT OF COMMERCE
United States Patent and Trademark Office

RECORDATION FORM COVER SHEET
PATENTS ONLY

To the Director of the U.S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies)/Execution Date(s):

AT&T Wireless Services, Inc.

Execution Date(s) 5/26/2005

Additional name(s) of conveying party(ies) attached? ☐ Yes ☒ No

3. Nature of conveyance:

- ☐ Assignment ☐ Merger
☐ Security Agreement ☐ Change of Name
☐ Government Interest Assignment
☐ Executive Order 9424, Confirmatory License
☐ Other _____

2. Name and address of receiving party(ies)

Name: Cingular Wireless II, Inc.

Internal Address: Suite 1700

Street Address: 5565 Glenridge Conn.

City: Atlanta

State: Georgia

Country: USA Zip: _____

Additional name(s) & address(es) attached? ☐ Yes ☒ No

4. Application or patent number(s):

☐ This document is being filed together with a new application.

A. Patent Application No.(s)

See Attached Sheets

B. Patent No.(s)

Additional numbers attached? ☒ Yes ☐ No

5. Name and address to whom correspondence concerning document should be mailed:

Name: Cingular Wireless, LLC

Internal Address: Attn: Linda Giles; #1725A

Street Address: 5565 Glenridge Connector

City: Atlanta

State: Georgia Zip: 30066

Phone Number: (404) 236-6720

Fax Number: _____

Email Address: linda.giles@cingular.com

6. Total number of applications and patents involved:

33

7. Total fee (37 CFR 1.21(h) & 3.41) \$ 1320.00

- ☐ Authorized to be charged by credit card
☒ Authorized to be charged to deposit account
☐ Enclosed
☐ None required (government interest not affecting title)

8. Payment Information

a. Credit Card Last 4 Numbers _____
Expiration Date _____

b. Deposit Account Number 50-2450

Authorized User Name Coulter C. Henry

9. Signature:

Coulter C. Henry

Signature

5/26/2005

Date

Coulter C. Henry; Reg. No.: 51,121

Name of Person Signing

Total number of pages including cover sheet, attachments, and documents:

Patent Applications Subject to Assignment
Cingular Wireless II, Inc.
May 26, 2005

10/965,466 10/937,300

11/000,353 11/017,787

11/105,049 11/036,159

11/054,695

10/933,677

11/097,459

10/929,732

29/213,592

10/990,106

10/990,111

10/990,105

10/950,034

10/989,710

10/940,576

10/939,103

10/959,553

10/990,635

11/087,390

10/943,500

11/058,103

11/051,493

11/022,048

11/018,780

10/963,838

11/065,971

10/984,618

11/092,511

11/092,199

10/938,569 - CING - 0044

10/939,366

SECOND AMENDMENT TO PATENT ASSIGNMENT AGREEMENT

This Second Amendment To - PATENT ASSIGNMENT AGREEMENT is made this 26th day of May, 2005 and is added to and amends the PATENT ASSIGNMENT AGREEMENT by and between New Cingular Wireless Services, Inc., a Delaware corporation ("Assignor") f/k/a AT&T Wireless Services, Inc. as ASSIGNOR and Cingular Wireless II, Inc., a Delaware corporation as ASSIGNEE, which the Patent Assignment Agreement is dated the 27th day of October, 2004.

Schedule A is hereby amended in accordance with the attached additions.

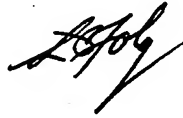
All other provisions in the Patent Assignment Agreement and Schedule A shall remain unchanged and in full force and effect.

[signatures on following pages]

Executed this 26th day of May, 2005.

Assignor: New Cingular Wireless Services, Inc. f/k/a
AT&T Wireless Services, Inc.

By:
Name:
Title:



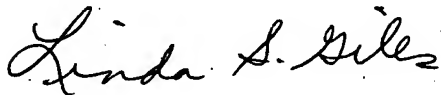
Sean Foley
Vice President, Treasurer and Corporate Development



STATE OF Georgia
COUNTY OF Fulton

On this 26th day of May, 2005, before me, a Notary Public in and for the State and County foresaid, personally appeared Sean Foley known by me to be the person above named and an officer of New Cingular Wireless Services, Inc., duly authorized to execute this Assignment Agreement on behalf of New Cingular Wireless Services, Inc., who signed and executed the foregoing instrument on behalf of New Cingular Wireless Services, Inc.

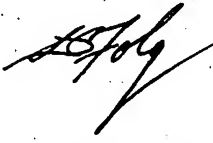
Notary Public My Commission Expires:



Notary Public, Cobb County, Georgia
My Commission Expires March 16, 2008

Acknowledged this 26th day of May, 2005.

Assignee: CINGULAR WIRELESS II, INC.

By: 
Name:
Title:

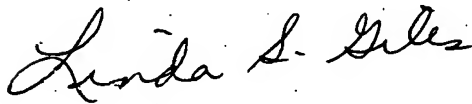
Sean Foley
Vice President, Treasurer and Corporate Development



STATE OF Georgia
COUNTY OF Fulton

On this ^{26th day} 13th day of May, 2005, before me, a Notary Public in and for the State and County foresaid, personally appeared Sean Foley known by me to be the person above named and an officer of Cingular Wireless II, Inc., duly authorized to execute this Assignment Agreement on behalf of Cingular Wireless II, Inc., who signed and executed the foregoing instrument on behalf of Cingular Wireless II, Inc.

Notary Public My Commission Expires:



Notary Public, Cobb County, Georgia
My Commission Expires March 16, 2008

Schedule A (2nd Revision)

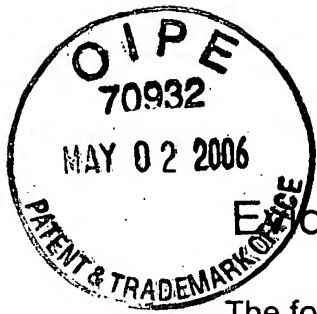
Docket Number	Application Number	Patent Number	Owner	Country Name	Application Date	Grant Date	Title
917.US	10/965,466		AT&T Wireless	USA	10/13/2004		Adjusting Link Layer Control Frame to Facilitate Data Throughput
504.US.C1	11/000,353		AT&T Wireless	USA	11/29/2004		A Method for Programming a Mobile Station Using a Permanent Mobile Station Identifier
606.US.CP1(1)	11/105,049		AT&T Wireless	USA	4/11/2005		Secure Online Purchasing
883.US	11/054,695		AT&T Wireless	USA	2/10/2005		System and Method for a Telecommunications Network
929.US	10/933,677		AT&T Wireless	USA	9/03/2004		System and Method for Data Organization and Display in an Instant-messaging Interface
782.USC1	11/097,459		AT&T Wireless	USA	4/01/2005		Adaptive Dual-polarization Communication of Orthogonal Frequency Division Multiplexed Signals
755.US1	10/929,732		AT&T Wireless	USA	8/30/2004		System and method for Data Scrambling to Reduce the Crest Factor in an OFDM Waveform
936.US	29/213,592		AT&T Wireless	USA	20-Sep-2004		MOBILE COMMUNICATIONS DEVICE
896.US	10/990,106		AT&T Wireless	USA	15-Nov-2004		SUBSCRIBER IDENTITY MODULE WITH VIDEO PERMISSIONS
896.US.D1	10/990,111		AT&T Wireless	USA	15-Nov-2004		PERSONAL BASE STATION WITH WIRELESS VIDEO CAPABILITY

Schedule A (2nd Revision)

Docket Number	Application Number	Patent Number	Owner	Country Name	Application Date	Grant Date	Title
863.US	10/990,105		AT&T Wireless	USA	15-Nov-2004		METHOD, SYSTEMS AND APPARATUS FOR PROVIDING WIRELESS IDENTIFICATION TO STANDARD TELEPHONE
886.US	10/950,034		AT&T Wireless	USA	24-Sep-2004		A STANDARDS-BASED TERMINAL LOCATION SERVER SOLUTION FOR LOCATION APPLICATIONS
893.US	10/989,710		AT&T Wireless	USA	15-Nov-2004		OVER THE AIR PROGRAMMING/ACTIVATION FOR SIM ENABLED DATA DEVICE
930.US	10/940,576		AT&T Wireless	USA	14-Sep-2004		DEDICATED WIRELESS DEVICE BUSINESS MODEL
931.US	10/939,103		AT&T Wireless	USA	10-Sep-2004		ALWAYS ON MOBILE IM / MESSAGING CENTRIC WIRELESS DEVICE
924.US	10/959,553		AT&T Wireless	USA	06-Oct-2004		IMPROVING VOICE QUALITY BASED ON CUSTOMER FEEDBACK
939.US	10/990,635		AT&T Wireless	USA	17-Nov-2004		Method and System for Providing Location Information for emergency Services
156.US.020(3)	11/087,390		AT&T Wireless	USA	3/22/2005		Cyclic Trellis Coded Modulation Methods and Systems for Communicating and Controlling Facsimile Information
490.US.C1	10/943,500		AT&T Wireless	USA	9/17/2004		System and Method for Providing an Adapter Module
577.US.C1	11/058,103		AT&T Wireless	USA	2/14/2005		System and Method for Providing an Adapter module
577.US1	11/051,493		AT&T Wireless	USA	2/4/2005		Method for Frequency Division Duplex Communications
702.US.C1(2)	11/022,048		AT&T Wireless	USA	12/22/2004		Low complexity Maximum Likelihood Detection of Concatenate space Codes for Wireless Applications
731.US.D1C2	11/018,780		AT&T Wireless	USA	12/21/2004		

Schedule A (2nd Revision)

Docket Number	Application Number	Patent Number	Owner	Country Name	Application Date	Grant Date	Title
735.US.C1(1)	10/963,838		AT&T Wireless	USA	10/12/2004		Maximum Ratio Transmission System and Method for Providing Location-based Services in a Wireless Network, Such as Providing Notification Regarding Meetings, Destination Arrivals, and the Like
890.US	11/065,971		AT&T Wireless	USA	2/24/2005		System for Providing Location-based Services in a Wireless Network, Such as Locating Sets of Desired Locations as Locating Sets of Desired Locations
895.US.C1	10/984,618		AT&T Wireless	USA	11/08/2004		Using Emoticons, Such as for Wireless Devices
927.US.C1	11/092,511		AT&T Wireless	USA	3/28/2005		Customer Service Messaging, Such as on Mobile Devices
928.US.C1	11/092,199		AT&T Wireless	USA	3/28/2005		Method and System for controlling the Operation of Movable Wireless Networks
908.US	10/938,569		AT&T Wireless	USA	9/13/2004		Method for Location-Based Asset Management
733.US.C1	10/939,366		AT&T Wireless	USA	9/14/2004		Method and System for Providing Data Communication with a Mobile Station
333.US.C1(1)	10/937,300		AT&T Wireless	USA	9/10/2004		
422.US.C1	11/017,787		AT&T Wireless	USA	12/22/2004		Integrated Number- Phase 1
301.US.C1(1)	11/036,159		AT&T Wireless	USA	1/18/2005		Method and Apparatus for Message Transmission Verification



Supporting Documentation Showing Evidence of Chain of Title for Patent Applications

The following documents represent evidence of the chain of title of all AT&T Wireless application to Cingular Wireless II, LLC.

- 1) **New Cingular Wireless Services, Inc. Secretary Certificate** signed by Caroline Wilder, Assistant Secretary. This document certifies the following:
 - a) Agreement and Plan of Merger was entered into by AT&T Wireless Services, Inc. (ATTW), Cingular Wireless Corporation, Cingular Wireless, LLC and Links I Corporation whereby ATTW would be merged in to Links I. Whereby ATTW would be the survivor of the merger.
 - b) A true and correct copy of the Certificate of merger filed with the Delaware Secretary of State is attached and remains in effect.
 - c) As a result of the merger, ATTW becomes a wholly owned subsidiary of Cingular Wireless, LLC.
 - d) The name of ATTW was changed to New Cingular Wireless Services, Inc. on 10/24/2004.
 - e) A true and correct copy of the name change of ATTW is attached and remains in effect.
- 2) A true and correct copy of the Certificate of Merger filed with the Delaware Secretary of State.
- 3) A true and correct copy of the name change of ATTW.
- 4) A true and correct copy of the Certificate of Conversion showing change of status of CWII, Inc to CWII, LLC.

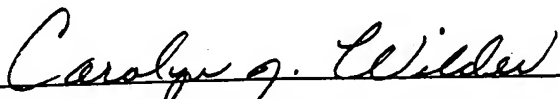
NEW CINGULAR WIRELESS SERVICES, INC.

SECRETARY'S CERTIFICATE

I, Carolyn J. Wilder, do hereby certify that I am a duly elected, qualified and acting Assistant Secretary of New Cingular Wireless Services, Inc., a Delaware corporation, and as such I am authorized to execute this certificate. In such capacity, I further certify that:

1. An Agreement and Plan of Merger (the "Agreement") dated as of February 17, 2004 was entered into by and among AT&T Wireless Services, Inc., Cingular Wireless Corporation, Cingular Wireless LLC and Links I Corporation, a wholly-owned subsidiary of Cingular whereby AT&T Wireless Services, Inc. would be merged into Links I Corporation upon the terms and conditions of the Agreement, and AT&T Wireless Services, Inc. would be the survivor of the merger.
2. The merger of AT&T Wireless Services, Inc. into Links I Corporation was consummated on October 26, 2004.
3. The attached Exhibit "A" is a true and correct copy of the Certificate of Merger filed with the Delaware Secretary of State and that said Certificate of Merger remains in full force and effect on the date hereof.
4. As a result of the consummation of the merger, AT&T Wireless Services, Inc. became a wholly-owned subsidiary of Cingular Wireless LLC.
5. The name of AT&T Wireless Services, Inc. was changed to New Cingular Wireless Services, Inc. on October 26, 2004.
6. The attached Exhibit "B" is a true and correct copy of the Certificate of Amendment to The Certificate of Incorporation of AT&T Wireless Services, Inc. changing the name of the corporation to New Cingular Wireless Services, Inc. as filed with the Delaware Secretary of State and that said Certificate of Amendment to The Certificate of Incorporation remains in full force and effect on the date hereof.

IN WITNESS WHEREOF, I have subscribed my name as Assistant Secretary of the Company this 11th day of May, 2005.


Carolyn J. Wilder, Assistant Secretary

Delaware

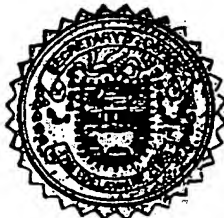
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"LINKS I CORPORATION", A DELAWARE CORPORATION,
WITH AND INTO "AT&T WIRELESS SERVICES, INC." UNDER THE NAME OF "AT&T WIRELESS SERVICES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SIXTH DAY OF OCTOBER, A.D. 2004, AT 10:11 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



2131363 8100M

040725208

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3434252

DATE: 10-26-04

SEVENTH: This certificate of merger shall be effective upon its filing with the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, this Certificate of Merger has been executed by the undersigned, a duly authorized officer of the Surviving Corporation, on behalf of the Surviving Corporation as of the 24th day of October, 2004.

AT&T WIRELESS SERVICES, INC.

By. 

Name: John D. Ziegler

Title: Chief Executive Officer

SEVENTH. Any action required or permitted to be taken by the holders of Common Stock of the corporation, including but not limited to the election of directors, may be taken by written consent or consents but only if such consent or consents are signed by all holders of Common Stock.

EIGHTH. A director of the corporation shall not be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent that such exemption from liability or limitation thereof is not permitted under the Delaware General Corporation Law as currently in effect or as the same may hereafter be amended. No amendment, modification or repeal of this Article EIGHTH shall adversely affect any right or protection of a director that exists at the time of such amendment, modification or repeal.

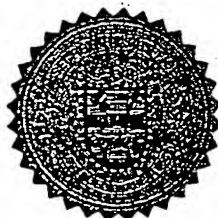
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "AT&T WIRELESS SERVICES, INC.", CHANGING ITS NAME FROM "AT&T WIRELESS SERVICES, INC." TO "NEW CINGULAR WIRELESS SERVICES, INC.", FILED IN THIS OFFICE ON THE TWENTY-SIXTH DAY OF OCTOBER, A.D. 2004, AT 11:01 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



2131363 8100

040770545

Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3434831

DATE: 10-26-04

State of Delaware
Secretary of State
Division of Corporations
Delivered 11:23 AM 10/26/2004
FILED 11:01 AM 10/26/2004
SRV 040770545 - 2131363 FILE

**CERTIFICATE OF AMENDMENT
TO THE
CERTIFICATE OF INCORPORATION
OF
AT&T WIRELESS SERVICES, INC.**

AT&T Wireless Services, Inc., a corporation organized and existing under and by virtue of the Delaware General Corporation Law (the "Corporation"), does hereby certify:

FIRST: That on October 26, 2004, the Board of Directors of the Corporation adopted resolutions setting forth a proposed amendment to the Certificate of Incorporation of the Corporation, declaring said amendment to be advisable and submitting the proposed amendment to the sole stockholder of the Corporation for its consideration and approval. The proposed amendment is as follows:

NOW, THEREFORE, BE IT RESOLVED, that the Certificate of Incorporation of the Corporation be amended by deleting the first paragraph in its entirety and replacing it with a new first paragraph to read as follows:

"FIRST. The name of the corporation is New Cingular Wireless Services, Inc."

SECOND: That thereafter on October 26, 2004, said amendment was duly adopted by written consent of the sole stockholder of the Corporation in accordance with the provisions of Sections 228 and 242 of the Delaware General Corporation Law.

[Signature on following page]

IN WITNESS WHEREOF, AT&T Wireless Services, Inc. has caused this Certificate of Amendment to be signed by a duly authorized officer this 20th day of October, 2004.

AT&T WIRELESS SERVICES, INC.

By: Carolyn J. Wilder
Name: Carolyn J. Wilder
Title: Assistant Secretary

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "CINGULAR WIRELESS II, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "CINGULAR WIRELESS II, INC." TO "CINGULAR WIRELESS II, LLC", FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF OCTOBER, A.D. 2004, AT 10:27 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE TWENTY-SEVENTH DAY OF OCTOBER, A.D. 2004, AT 8:45 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



3858251 8100V

040774599

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3437873

DATE: 10-27-04

State of Delaware
Secretary of State
Division of Corporations
Delivered 10:47 AM 10/27/2004
FILED 10:27 AM 10/27/2004
SRV 040774599 - 3858251 FILE

**CERTIFICATE OF CONVERSION OF
CINGULAR WIRELESS II, INC.
TO BECOME A LIMITED LIABILITY COMPANY**

Pursuant to the provisions of Section 266 of the Delaware General Corporation Law and Section 18-214 of the Delaware Limited Liability Company Act, Cingular Wireless II, Inc., a Delaware corporation (the "Corporation"), submits the following Certificate of Conversion:

1. The name of the Corporation is Cingular Wireless II, Inc.
2. The date on which the Corporation's original Certificate of Incorporation was filed with the Secretary of State is September 22, 2004.
3. The name of the limited liability company into which the Corporation is being converted is Cingular Wireless II, LLC.
4. The conversion has been approved by written consent of the sole stockholder of the Corporation pursuant to Section 228 of the Delaware General Corporation Law in accordance with the provisions of Section 266 of the Delaware General Corporation Law.
5. The conversion shall be effective at 8:45 p.m. EDT on October 27, 2004.

[Signature on following page]

IN WITNESS WHEREOF, Cingular Wireless II, Inc. has caused this Certificate of Conversion to be executed by a duly authorized officer this 27th day of October, 2004.

CINGULAR WIRELESS II, INC.

By: Carolyn J. Wilder
Name: Carolyn J. Wilder
Title: Assistant Secretary

Delaware

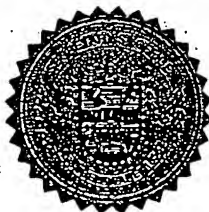
PAGE 2

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "CINGULAR WIRELESS II, LLC" FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF OCTOBER, A.D. 2004, AT 10:27 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF FORMATION IS THE TWENTY-SEVENTH DAY OF OCTOBER, A.D. 2004, AT 8:45 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



3858251 8100V

040774599

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3437873

DATE: 10-27-04

State of Delaware
Secretary of State
Division of Corporations
Delivered 10:47 AM 10/27/2004
FILED 10:27 AM 10/27/2004
SRV 040774599 - 3858251 FILE

**CERTIFICATE OF FORMATION
OF
CINGULAR WIRELESS II, LLC**

1. The name of the limited liability company is Cingular Wireless II, LLC.
2. The address of its registered office in the state of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.
3. This Certificate of Formation shall be effective at 8:45 p.m. EDT on October 27, 2004.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation of Cingular Wireless II, LLC this 27th day of October, 2004.



Scott L. O'Melia
An Authorized Person